

BYLAWS OF

[Name of Congregation]

[City, State]

I. GENERAL PROVISIONS

1.1 The name of this congregation is _____, hereafter referred to as the “Congregation” or the “Church”.

1.2 The registered office of the Congregation _____.

1.3 The fiscal year of the Congregation shall begin on January 1 and end on December 31.

1.4 The Constitution & Canons of the Anglican Diocese of Pittsburgh shall be referred to herein as the “C&C” as the same may be amended from time to time.

II. MEMBERSHIP

2.1 To be a “Member of the Congregation,” one must be baptized, a communicant, eighteen years of age or over, recognized by the Rector and Wardens as a regular attendee at services, and on the Treasurer’s records as a regular subscriber to the revenues of the Church.

2.2 This Article shall be read prior to the holding of elections, or posted in the church, no later than two (2) Sundays immediately preceding the Annual Meeting or any Special Meeting.

III. ANNUAL MEETING

3.1 A meeting of the Congregation shall be held annually, after notice thereof is given by the Rector or Assistant Minister or by one of the Wardens at all public worship services on the two (2) Sundays immediately preceding such Annual Meeting. The Annual Meeting will be held at a time and place to be fixed by the Vestry. Further, written notice thereof shall be posted in the Church at least two weeks before the Annual Meeting. In lieu of the foregoing notice, notice of the Annual Meeting may be given in any manner and at any time permitted under the laws of Pennsylvania applicable to Non-Profit Corporations. The purpose of the Annual Meeting shall be the election of members of the Vestry to succeed those retiring from office and such other business as may properly come before the Annual Meeting.

3.2 Those Members of the Congregation assembled after notice given as in Section 3.1 above shall constitute a quorum.

3.3 At the Annual Meeting, or at any duly called special meeting of the Congregation, all Members of the Congregation who are present at such meeting shall be entitled to vote on all matters that properly come before the Members of the Congregation for a vote.

3.4 Any Member of the Congregation may vote by absentee ballot for election of members to the Vestry provided the following conditions are met:

- (i) Such Member is unable to attend the Annual Meeting by reason of illness or other unavoidable absence.
- (ii) Such Member may use only official ballots obtained from the Secretary or Judge of Elections.
- (iii) The ballot must be returned to the Secretary or Judge of Elections prior to the calling to order of the Annual Meeting or Special Meeting.

3.5 Officers of the Annual Meeting: (i) The Rector shall preside as Chairperson at the Annual Meeting and any Special Meeting. In the case of a vacancy, or in the absence of the Rector, the Senior Warden shall serve as the Chairperson. In case that neither the Rector nor the Senior Warden is present, the Junior Warden shall serve as the Chairperson. In case none of these officers is present, the meeting shall elect its own Chairperson by simple majority. (ii) The Secretary of the Vestry shall serve as the Secretary of the meeting. In the absence of the Secretary, the Chairperson shall appoint a Secretary of the meeting. (iii) The Chairperson shall appoint tellers to collect and count the votes.

3.6 Special Meetings of the Congregation may be called by the Rector, by both Wardens acting jointly, or by any three (3) other Members of the Vestry, or upon the written request of ten (10) Members of the Congregation. Notice shall be given as stated in Section 3.1 and shall include a statement of the purpose or purposes of the Special Meeting. The issues addressed at the Special Meeting shall be limited to the purpose or purposes as stated in the notice. The provisions regarding the qualification of voters for the Annual Meeting shall be applicable to Special Meetings.

IV. ELECTION OF THE VESTRY

4.1 The Vestry shall be divided into three (3) groups, consisting of one with one (1) member and two with two (2) members each, each group to serve for a term of three (3) years on a rotating basis. At each Annual Meeting, the vacancies created by the retiring group shall be filled by election in the manner hereinafter provided. No member of the Vestry who has served two full, regular terms may begin to serve another regular term until one (1) year following the expiration of such second term.

4.2 A Nominating Committee consisting of three (3) persons shall be chosen in the following manner: At a regular meeting of the Vestry held at least two (2) months prior to the Annual Meeting, the Rector, with the consent of the lay members of the Vestry, shall appoint two (2) Vestry members and one (1) Member of the Congregation, to serve as the members of the Nominating Committee. The members of the Nominating Committee thus chosen shall serve for the ensuing election of members of the Vestry at the Annual Meeting. The Rector shall appoint

the Chairperson of this Nominating Committee, and, in the absence of the Rector, the Senior Warden shall appoint the Chairperson.

4.3 The Nominating Committee shall meet to receive nominations during the thirty (30) days preceding the Annual Meeting at a time agreeable to the members thereof, and to consider nominations of candidates for the election to the Vestry to be presented at the Annual Meeting. At least two (2) weeks written notice of such meeting of the Nominating Committee shall be given to the Members of the Congregation.

The Members of the Congregation may nominate candidates for election to the Vestry (i) in person at the meeting of the Nominating Committee or (ii) in writing addressed to the Chairman of the Nominating Committee and submitted prior to said meeting, *provided however*, that all such nominations must be seconded, in writing, by at least two (2) Members of the Congregation, and, *provided further*, that no Members of the Congregation, apart from the Nominating Committee, may nominate or second more than one candidate. Only persons thus nominated shall be eligible to be elected at the ensuing election. Members of the Congregation who wish to recommend prospective candidates to the Nominating Committee for consideration for nomination for election to the Vestry, but who do not wish to make their recommendation a formal nomination, are encouraged to do so.

At each Annual Meeting, the Nominating Committee shall present its candidates for election to fill the vacancies created by the retiring group of Vestry members, and the names of such other persons as are properly nominated for election. It shall present at least one candidate, or such other number as may be established by resolution of the Vestry from time to time, for each vacancy to be filled. No person shall be presented to the Annual Meeting for election to the Vestry unless such person is a Member of the Congregation and shall have previously given consent to place his or her name for nomination.

4.4 The Vestry shall, at its regular meeting immediately preceding the Annual Meeting (or at such other time or place prior to the Annual Meeting), appoint one (1) person who is a Member of the Congregation and who is not a candidate for office to serve as the Judge of Election.

4.5 Election shall be by secret written ballot unless unanimously waived by all Members of the Congregation present. Tellers shall collect and count the votes. Those candidates receiving the highest number of votes shall be declared elected. In the event of a tie, an additional ballot or ballots will be cast to confirm the selection from the tied candidates. Additional balloting shall be repeated as necessary until a majority selection is made.

4.6 The Judge of Election shall confer with the tellers and report to the Chairperson of the meeting the names of those persons who have been elected for the Vestry vacancies. The ballot count shall not be announced. The report of the Judge of Election shall be entered upon (i) the Minutes by the Secretary of the Annual Meeting and (ii) the Secretary of the Vestry prior to (or in connection with) recording the proceedings of the Vestry at its first regular meeting following the Annual Meeting.

4.7 If a vacancy occurs in the Vestry during any year, the Vestry may elect a Member of the Congregation to serve out the unexpired term. The affirmative vote of a majority of all members of the Vestry shall be necessary to elect a person to fill such a vacancy.

V. QUALIFICATIONS OF MEMBERS OF THE VESTRY

5.1 In addition to being a Member of the Congregation, wherever practicable, the Vestry shall consist of confirmed or received members of the Church.

5.2 Any Member of the Vestry, who shall disclaim or refuse conformity to the authority of the Diocese of Pittsburgh, as a constituent member of the Anglican Communion, shall cease to be a Member of the Vestry.

VI. MEETINGS OF THE VESTRY

6.1 Regular meetings of the Vestry shall generally be held every month.

6.2 Special meetings of the Vestry may be held upon at least three (3) days' advance written notice from the Rector, or the Wardens acting jointly, or at the written request of three (3) members of the Vestry directed to the Rector, or in his or her absence, to either of the Wardens, or upon such occasion as the entire membership of the Vestry shall be present and by unanimous consent agree to hold a meeting. Also, a special meeting of the Vestry may be held at any time without three (3) days' advance written notice provided that there is a quorum present and those not able to be present have signed written consents to proceed with the meeting.

6.3 At all regular or special meetings of the Vestry, unless it be herein otherwise provided, a majority of the Vestry shall constitute a quorum for the transaction of business. Each Member of the Vestry shall have one vote and the Rector shall have one vote.

6.4 If all Members of the Vestry consent in writing (including through electronic mail or other electronic means) to any action taken or to be taken for and on behalf of the Vestry, and the writing evidencing their consent is filed with the Secretary, the action shall be as valid as though it had been duly authorized at a meeting of the Vestry.

6.5 The Rector shall preside at all meetings of the Vestry. In the absence of the Rector, the Senior Warden or, in his or her absence, the Junior Warden shall preside. If the Rector and Wardens are absent, the Vestry may call any other member of the Vestry to preside. If a meeting is held in the absence of the Rector and Wardens, any decision made must be ratified at a subsequent meeting at which the Rector and at least one Warden are present. Nothing in this section of these Bylaws shall be construed to prevent the Vestry from conducting Executive Session at any regular or Special Meeting of the Vestry, if it so chooses.

6.6 To the extent not inconsistent with these Bylaws or any special rules as may be adopted by the Vestry, the rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the meetings.

6.7 The organizational meeting of the Vestry shall be convened by the Rector within three (3) weeks of the Annual Meeting. At such meeting, the Rector shall appoint a Senior Warden from the members of the Vestry. The Vestry shall elect a Junior Warden from its own members. It shall also elect a Secretary, a Treasurer and, if necessary, an Assistant Treasurer and Financial Secretary, and such other officers as the Vestry deems necessary. The Vestry officers shall be elected for a term of one year only but they shall be eligible to succeed themselves in office as long as they are members of the Vestry.

6.8 The Rector shall appoint such standing committees and other committees as may be necessary. At least a majority of each standing committee shall be members of the Vestry, and at least one member of each other committee shall be a member of the Vestry; *provided, however,* that no person who is not a member of the Vestry shall be appointed to any Vestry committee without the consent of the Vestry.

6.9 Three consecutive unjustified absences of any member of the Vestry from its regularly scheduled meetings shall constitute sufficient cause to empower the Vestry to request his or her resignation.

VII. DUTIES OF THE VESTRY

7.1 All administrative powers of the Church shall be vested in the Vestry, which shall have control and management of the property, affairs and funds of the Church. It shall be the duty of the Vestry to take care that the financial affairs of the Church are administered faithfully, the property of the Church is adequately maintained, the salary of the Rector, other clergy and lay staff is paid regularly, and provision is made for payment of the current expenses of the Church.

7.2 At the close of each fiscal year, the Vestry shall make arrangements to have the Treasurer's books of account audited by a Certified Public Accountant or other qualified person or persons in accordance with Canon XX of the C&C, entitled "Of Business Methods in Church Affairs."

7.3 The Rector, Wardens, and members of the Vestry shall have authority to appoint such agents as may from time to time be deemed advisable to carry out their respective responsibilities. The Rector shall have authority to engage the services of all members of the Church Staff, lay and clerical (in which the latter case, Canon XXIII of the C&C, entitled "Of the Mode of Election of Rector or Other Members of the Clergy" shall apply).

7.4 The Vestry shall not mortgage, encumber or convey any part of the real estate of this Church without the concurring affirmative vote of three-fourths (3/4) of all the members of the Vestry; *provided, however,* that no real estate held or owned by this Church shall be alienated

or encumbered without the approval of the proper authorities of the Diocese of Pittsburgh in accordance with Section 3 of Canon XVII of the C&C, entitled “Of Congregations”.

VIII. ELECTION OF A RECTOR OR ASSISTANT MINISTER

8.1 Subject to the provisions of Canon XXIII of the C&C, entitled “Of the Mode of Election of Rector or Other Member of the Clergy,” a Rector or Assistant Minister shall be elected in the following manner:

- (i) The affirmative vote of three quarters (3/4) of all of the members of the Vestry shall be necessary to make valid the election of a Rector or Assistant Minister.
- (ii) The person to be elected Rector or Assistant Minister must have been openly nominated at a previous meeting of the Vestry, duly convened. In the case of the election of an Assistant Minister, the Rector shall nominate, in writing, the candidate he or she proposes for that office to the Vestry for election.
- (iii) For a meeting of the Vestry at which such elections are intended, notice shall be given in the manner provided in the Canons of the Diocese and in these Bylaws expressing such intention. No such election shall be held until one week shall have elapsed after the nomination and until thirty (30) days shall have elapsed after notice of the intention to hold such election shall have been given to the Bishop or Ecclesiastical Authority of the Diocese.

8.2 In case of vacancy in the Rectorship of the Congregation, the Vestry shall place the ministerial duties appertaining to the Rector of the Congregation in the hands and under the control of the Bishop or Ecclesiastical Authority of the Diocese until such time as a Rector is elected in accordance with the provisions of Canon XXVIII of the C&C, entitled “Of Vacant Congregations.” The Bishop or Ecclesiastical Authority shall appoint from among the lay members of the Vestry the Senior Warden, in case that office be vacated, who shall then remain in office until his or her successor is appointed. The Rector, however, when elected and in office, shall have the right to reject, confirm or reappoint the person thus appointed Senior Warden.

IX. DUTIES OF THE RECTOR

9.1 In accordance with the responsibilities placed upon him or her by the ordination vows, the canons of the Church, and the rubrics of the Prayer Book, the Rector, in subordination to the Ecclesiastical Authority and the C&C, shall be responsible for, and have charge and care of, all the spiritual concerns, music and ritual observances of the Church, and the performance of the respective duties of all employees of the Church. The Rector shall preside at all meetings of the Congregation and Vestry at which he or she is present. The Rector shall fulfill the responsibilities of Canon XXIV of the C&C, entitled “Of the Canonically Resident Clergy.”

X. DUTIES OF THE WARDENS

10.1 The Wardens shall supervise the property of the Church, in accordance with the Canonical responsibilities and limitations placed upon them in relation to the Rector and the Vestry, and shall take care that the Sexton and other officers of the Vestry perform their respective duties in a satisfactory manner. Among their duties shall be the following:

- (i) To see that the Church be kept in good repair, fit for use and used for the purpose of its consecration.
- (ii) To maintain order and decorum during the time of Worship Services.
- (iii) In the event of a vacancy in the Rectorship, to notify the Bishop or Ecclesiastical Authority and to ask for ministerial services. During any such vacancy, the Wardens shall take charge of the Congregation Register, Church Books, Plate, and other movable property.
- (iv) In case of the election of a Rector, to notify the Bishop or Ecclesiastical Authority of such election, giving the name of the person elected and compensation promised to be paid.
- (v) To report to the Bishop or Ecclesiastical Authority any violation of the Canon Law of the Diocese or Rubrics of the Prayer Book on the part of the Rector.
- (vi) To have and to exercise all such rights and perform such duties as are imposed upon them by the Constitution and Canons of the Diocese.

XI. DUTIES OF THE SECRETARY

11.1 The Secretary, or, in his or her absence the Secretary pro tempore, shall keep the Minutes of the Vestry in a book for that purpose and duly notify the members of its special meetings and other meetings of which notice may be required and perform generally all such duties as appertain to the office. The Secretary shall also have the minutes of each meeting of the Vestry transcribed in report form and shall mail such report to each member of the Vestry as soon as practicable after each meeting.

11/2 The Secretary shall act, if present, as Secretary of the Annual Meeting or any special meetings thereof.

XII. DUTIES OF THE TREASURER

12.1 The Treasurer, or in his or her absence, the Assistant Treasurer, if there is one, shall submit financial reports at each regular meeting of the Vestry. He or she shall receive all the

revenues of the Church and disburse the same under orders of the Vestry, and sign all checks which shall also be countersigned by other persons appointed by the Finance Committee by resolution duly adopted. The Treasurer shall enter in a book kept by the Treasurer in accordance with standard accounting practices, all sums received from any and all sources as well as all disbursements made for any and all purposes, which book shall always be subject to the inspection of the Vestry and also of the Certified Public Accountants or others annually appointed to examine the Treasurer's accounts.

12.2 The Treasurer shall pay the Rector and all others who have stated salaries, in convenient installments, and shall take proper receipts.

12.3 The Treasurer shall furnish to the Judge of Election, upon demand, a certified list from the ledgers of the Church identifying those persons who are regular subscribers to the revenues of the Church.

12.4 The Treasurer, the Assistant Treasurer and all others charged by the Vestry with the responsibility of handling funds of the Church shall have a blanket bond in the aggregate sum for all persons, the premium to be paid by the Vestry out of Church funds.

XIII. CHURCH MUSICIANS

13.1 The Vestry shall cause the terms of employment of church musicians to be reduced to writing. The Vestry shall make use of appropriate guidelines covering job descriptions, salaries and benefits and contracts available from the Diocesan Music Commission.

XIV. LIABILITY AND INDEMNIFICATION

14.1 The Congregation shall have the power, to the extent not prohibited by law, to indemnify and hold harmless each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not by or in the right of the Congregation (hereinafter, a "Proceeding"), by reason of the fact that he or she is or was an officer, director, a Vestry member, other representative, whether compensated or non-compensated, of the Congregation, against any or all expenses, liability, and loss, including but not limited to attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement (whether with or without court approval), actually incurred or paid by such person in connection therewith.

The indemnification shall be made by the Congregation only as authorized in the specific case upon a determination that the officer, director, Vestry member or other representative of the Congregation should be indemnified and/or expenses should be advanced because he or she acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Congregation. Such determination shall be made: (a) by the Vestry by a majority vote of a quorum consisting of Vestry members who were not parties to the proceeding; or (b) if such quorum is not obtainable or if the Vestry so directs, by independent

legal counsel. In no event, however, shall any payment be made where indemnification is not permitted by law.

14.2 The Congregation may create a fund of any nature that may, but not need be, under the control of a trustee or otherwise secured or may insure in any manner its indemnification obligations, whether arising hereunder or otherwise. The Congregation may purchase and maintain insurance on behalf of any person who is or was a Vestry member, against any liability asserted against him or her and incurred by or imposed upon him or her in any such capacity, or arising out of his or her status as such, whether or not the Congregation would have the power to indemnify him or her against such liability under the provisions of this Article or otherwise, upon such terms and conditions as the Congregation may deem requisite including a requirement that any such person must contribute a portion or all of the cost of maintaining such insurance.

14.3 No contract or transaction between the Congregation and one or more of its Vestry members or officers or directors, or between the Congregation and any other corporation, partnership, association or other organization in which one or more of its Vestry members, or officers or directors have a financial interest, shall be void or voidable solely for such reason, or solely because the Vestry member or officer is present at or participates in the meeting of the Vestry which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Vestry, and the Vestry in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Vestry members even though the disinterested Vestry members are less than a quorum; or (b) the contract or transaction is fair as to the Congregation as of the time it is authorized, approved, or ratified by the Vestry. Interested Vestry members may be counted in determining the presence of a quorum at a meeting of the Vestry that authorizes a contract or transaction specified above.

XV. ELECTION OF DEPUTIES TO THE DISTRICT COMMISSIONS AND THE DIOCESAN CONVENTION

15.1 The qualifications of Deputies and Alternate Deputies to the District Commission and the Diocesan Convention shall be the same as the qualifications of members of the Vestry as set forth in Article V, "Qualifications of Members of the Vestry." Deputies and Alternate Deputies need not be members of the Vestry, but must be willing to represent this Congregation at the District Commission and at the Diocesan Convention, and to accept possible election to the Diocesan Council. The number of Deputies from this Congregation shall be determined by the schedule of the Constitution and Canons of the Diocese of Pittsburgh, as certified in writing annually to this Congregation by the Secretary of Diocesan Convention.

15.2 Deputies shall be elected for a term of three (3) years commencing at the conclusion of the annual Diocesan Convention in the year in which they shall be elected, and shall hold office until their successors shall have been duly elected and qualified. No Deputy who shall have served two (2) full successive three-year terms as Deputy shall be eligible for

reelection as Deputy until the election next succeeding the expiration of such second three-year term.

15.3 Deputies shall be classified in respect of the terms for which they shall severally hold office by division into three classes, and the number of members of each class shall be as determined from time to time by the Vestry; *provided*, that the membership of all classes shall be as nearly equal in number as practicable, and that the term of office of one of such classes shall expire in each year.

15.4 Each year, at a regular meeting preceding the annual Diocesan Convention to be held in such year, the Vestry shall elect Deputies of the class whose term shall commence in such year, and shall also elect such number of Alternate Deputies, for such term not exceeding three years, as the Vestry shall deem appropriate. Any vacancy in the office of Deputy resulting from any cause, including a vacancy resulting in an increase of the number of Deputies, shall be filled by election by the Vestry at any regular meeting; and each Deputy so elected shall hold office during the balance of the unexpired term to which such Deputy shall be elected.

15.5 The Rector, a Warden, or two members of the Vestry shall certify in writing the names, addresses and terms of office of Deputies and Alternate Deputies to serve at the ensuing Diocesan Convention and in the District Commission, as well as the names, addresses and terms of newly elected Deputies who are to take office at the adjournment of the convention. This certificate shall be in triplicate, one copy being sent to the Secretary of the Diocesan Convention, one copy to the President of the District Commission and one copy to the Deputy leader who shall have been named as such by the Rector.

15.6 If there is due and just cause for a delay in the election of Deputies by the Vestry, at the meeting preceding the annual Diocesan Convention, they shall, without fail, be elected at the next meeting of the Vestry. In such case, the certificate mentioned above shall be furnished the Secretary of the Diocesan Convention on or before the first day of February following the annual Diocesan Convention.

XVI. OTHER MATTERS

16.1 These Bylaws shall be read consistent with the Anglican Diocese of Pittsburgh Constitution and Canons (the “C&C”) and The Anglican Church in North America Constitution and Canons (the “ACNA C&C”). In the event that there are any conflicts between these Bylaws and the C&C or the ACNA C&C, the terms of the C&C and/or the ACNA C&C shall control.

XVII. BYLAWS ADOPTION

17.1 These Bylaws may be adopted by a two-thirds (2/3) majority of those present who are entitled to vote for members of the Vestry at the Annual or Special Meeting, duly announced at the time of public worship, on the two Sundays immediately preceding such meeting. A

printed or written notice thereof shall be posted at the entrance of the Church two weeks before such meeting.

17.2 By adoption of these Bylaws, all prior Bylaws heretofore enacted by this Congregation are hereby repealed.

XVIII. MANNER OF AMENDMENT

18.1 These Bylaws may be altered or amended only in the following manner: the Amendments shall be proposed in writing at a regular meeting, and if the Amendments are thereupon approved by the Vestry, they shall be submitted to the Standing Committee of the Diocese of Pittsburgh for approval as to Canonical regularity and, upon assurance of such regularity, copies of the proposed Amendments shall be made available to each Member of the Congregation; provided that any Amendments must be approved by two-thirds of the full membership of the Vestry; and provided further that no Amendment shall be valid until it has been approved at any Annual Meeting or a Special Meeting by a majority of those members of the Congregation present.