

**DRAFT: January 10, 2018**

**BY-LAWS OF THE EPISCOPAL CHURCH OF THE ADVENT  
TALLAHASSEE, FLORIDA**

**PREAMBLE**

This Parish, in association with The Episcopal Church in the Diocese of Florida, Inc., (hereinafter Diocese of Florida) and the Episcopal Church of America (hereinafter ECUSA), adopts the following Articles as the By-Laws of the Episcopal Church of the Advent, Tallahassee, Florida (hereinafter Church). The Parish accedes to the doctrines and worship of the Constitution and Canons of the Diocese of Florida and the ECUSA.

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

**ARTICLE I – MEMBERSHIP**

1. 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.
2. Qualified Elector. All adult (16 years or older) communicants of the Parish, who regularly attend services and are recognized as members of the congregation, and who contribute to the funds and expenses of the church..

**ARTICLE II – MEETINGS**

1. Weekly Worship. The time and location of weekly worship, Sundays, week days, and special services shall be publicized on the Parish website, email, and service bulletins. Other appropriate means of communication may be used.
2. Vestry Meetings. The Vestry shall meet on a monthly basis, unless otherwise determined by the Vestry. Special meetings of the Vestry may be called on an as-needed basis by the Rector, the Senior Warden, or by majority of the Vestry. Meetings of the Vestry are open for attendance by any Parish Member, unless a personnel matter is to be discussed. Approved minutes of the meetings shall be made available to the Parish membership. Attendance by members of the Parish are welcome, but no voice or vote on business before the Vestry is allowed.
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 not later than thirty (30) days after the close of the preceding Annual Diocese 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 of time before the meeting.
7. Conduct of Meetings. The Rector 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 total 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 nine (9) members of the Parish (unless determined otherwise by a majority vote of the Vestry, and an amendment of these By-Laws), who must meet the qualifications set forth in paragraph two (2) below and shall be elected by the Qualified Electors and shall serve in accordance with the Canons of the Diocese of Florida and these By-Laws.
2. Qualifications. In addition to the qualifications contained in the Canons of the Diocese of Florida, a member of the Vestry shall:
  - a. Accept the principle of proportionate giving, with the Biblical tithe being the minimum standard or goal for that giving 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, and satellite activities;
  - d. Serve on Parish Committees, as needed.
3. Duties of Vestry. It shall be the duty of the Vestry to take charge of the temporal concerns of the Parish and to work with the clergy and laity of the Parish for the furtherance of the Church's purposes. 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 has the responsibility and oversight for the operation of all church activities, and for the adoption of an annual budget that provides for the stewardship and expenditure of all church and day 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.
5. Election and Term of Service. Members of the Vestry shall be elected at the Annual Parish Meeting for a term of three years, after which they must be listed as ineligible for reelection for one year. Terms of the Vestry shall be staggered so that three (3) members shall be elected each year.
6. Vacancies on the Vestry. The Vestry may fill all vacancies that occur in their number to serve until the next Annual Parish Meeting, at which time the Parish shall fill any such unexpired terms, and the holder of such an unexpired terms shall not be disqualified from subsequent elections

#### **ARTICLE IV – VESTRY OFFICERS**

1. Officers Designated. The officers of the Parish shall consist of the Rector, Senior Warden, Junior Warden, Secretary, and Treasurer.
2. Rector. The Rector serves as the Presiding Officer of the Vestry. The Rector's basic duties are contained in the Diocese of Florida's Canon 21. 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.
3. Senior Warden. A member of the Vestry shall be appointed by the Rector and shall preside at all meetings of the Vestry in the absence of the Rector, assist the Rector for the good of the Parish, and perform such additional duties as prescribed by the Rector.
4. Junior Warden. A member of the Vestry shall be elected by a majority vote of the Vestry at the first scheduled meeting of the Vestry after the Annual Meeting. The Junior Warden has general responsibility for the supervision and maintenance of all Parish property. He or she shall maintain an inventory of all Parish property, supervise the duties and responsibilities of the Parish Sexton, in consultation with the Rector, and perform other duties as assigned by the Rector and Senior Warden.
5. Secretary. The Secretary shall be a member of the Parish (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 selected by the Vestry at the first scheduled meeting of the Vestry after the Annual Parish Meeting. The Treasurer shall have the custody 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 shall be one year, but renewed annually.
8. Absence at Meetings. 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 is cause for removal upon 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.
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 direction and oversight to the Treasurer and day to day financial transactions of the Parish. The Finance Committee is further charged with preparing a 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 one member of the Parish, who is not on the Vestry. The Chairperson of the Finance Committee shall be selected by the committee members from one of its members.
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 a new Rector. The Search Committee shall consist of no fewer than six (6) members of the congregation, nor more than nine (9). The additional qualifications are that the member of the Search Committee must be a Qualified Elector, and meet the additional requirements set forth in Article III, Section 2 of these By-Laws. No member of the Search Committee may be a member of the Vestry or of his or her immediate family (defined as spouse, parent, parent-in-law or child). The Search Committee will be responsible for conducting an investigation for, and recommendation of, candidates to be presented the Vestry for the position of Rector.

4. Other Committees. On the basis of 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. Guilds and other Parish Organizations. The Parish and the Vestry shall support and encourage Guilds and other Parish organizations to assist the church in its various services, functions and missions. These organizations are subject to the supervision and control of the Rector and the Vestry, and shall report at least annually at the Parish's Annual Meeting. If Parish funds are involved, the Vestry shall provide budgetary approval, guidance and control.

#### **ARTICLE VI – NOMINATIONS FOR PARISH OFFICE**

1. Nominating Committee. Each year there shall be established a Nominating Committee of five persons consisting of the Senior Warden, Junior Warden, a member of the outgoing Vestry selected by the Vestry, a Parishioner who regularly attends the 8:30 a.m. service and one Parishioner who regularly attends the 10:30 a.m. service; these latter two positions to be selected by the Vestry. The outgoing Vestry member shall serve as chair of the committee. The purpose of this committee is to develop a slate of nominees for Vestry positions and Convention Delegates.
2. Qualifications. To serve on the Vestry, or to serve as Delegate to attend the Annual Diocese Convention, a person shall be Qualified Elector, and for service on the Vestry, shall meet the qualifications set forth in Article III, Section 2 of these By-Laws. The Rector shall rule as to Canonical qualifications of candidates. The Nominating Committee is responsible for determining if a proposed candidate is qualified.
3. Nominations. The Nominating Committee shall review nominations for Vestry and Convention Delegates presented by members of the Parish and members of the Nominative Committee, and shall nominate a slate of nominees to fill such positions being vacated. The Committee shall nominate a least two (2) nominees for each position, unless there are insufficient numbers of candidates, upon which all candidates will be considered at-large for all positions available and the persons receiving the largest number of votes for the positions available will be elected to those positions. The consent of the person to be nominated as a candidate shall be obtained prior to nomination.

## **ARTICLE VII – DELEGATES TO THE DIOCESE CONVENTION**

1. Number. The number of Delegates to attend the Annual Diocese Convention shall be determined by the size of the Parish, and as fixed by the Canons of the Diocese of Florida. For each Delegate, there will be one Alternate Delegate, who will attend the Convention in the event a Delegate is unable to attend.
2. Term. The term of each delegate shall be two years. Delegate terms shall be staggered to provide continuity from one Convention to the next.
3. Vacancies. The Vestry may fill all vacancies that occur in the number of Delegates or Alternates.

## **ARTICLE VIII - ELECTIONS**

1. Vestry. The Vestry shall supervise elections at Parish meetings.
2. Candidates for Election. Only those persons nominated according to the procedures set forth in these By-Laws shall be candidates for election. Nominations from the floor shall not be permitted.
3. Ballots. Voting for Parish office shall be secret written ballot, each voting member of the Parish being entitled to one vote for each vacancy. Ballots containing votes for more than one nominee for a single vacancy shall be void.
4. Election Procedure. Nominees receiving the greatest number of votes shall be declared elected to the available vacancies for that office.
5. Tellers. The Chair of the Nominating Committee shall appoint tellers to count ballots at Parish elections and to certify the results of the elections to the Vestry.
6. Absentee Voting. The Vestry may adopt standards and procedures for absentee voting. There shall be no voting by proxy.

## **ARTICLE IX – PARISH ADMINISTRATION**

1. Legal Representatives of the Parish. The Vestry shall be the agent and legal representative of the Parish in all matters concerning its corporate property, subject to the Constitution and Canons of the Diocese of Florida and ECUSA and the laws of the state of Florida. The Vestry shall care for and maintain the buildings, furnishings, and all other property of the Parish and provide adequate insurance thereon. The Vestry shall be responsible for the finances of the parish, the raising of money to support its program, the prompt payment of salaries and bills, and the prudent care of all trust funds, endowments, and bequests, including the sale, purchase and transfer of securities and other assets. 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 ECUSA. 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 ECUSA. The Vestry is the governing body for the temporal concerns of the Parish, and is responsible for the operation and approval of all church activities, expenditure of church funds, and uses of church property; the Vestry is responsible for the adoption of an annual budget, which controls the use and expenditure of all church funds, from whatever source, whether pledges, special gifts or bequests, or day school tuition and fees.

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 administrative 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. No new employment position may be created or eliminated except upon Vestry approval.
4. Annual Budget. The Rector and Finance Committee, as provided in Article V, Section 2 of these By-Laws shall be charged with developing the annual operating budget for the parish. The budget will include compensation for employees. The budget shall be submitted to the Vestry for approval, disapproval or approval with modification.
5. Employee Compensation. The Rector and the Finance Committee shall be charged, in each fiscal year, with developing a recommendation to the Vestry for compensation to staff employees for the following year for its approval, disapproval, or approval with modification.

## **ARTICLE X – PARISH DAY SCHOOL**

1. Operation of Day School. The Episcopal Church of the Advent operates the Advent Parish Day School, which provides childhood educational programs, and is a primary mission of the Parish. The operation of the day school, its physical plant and budget are subject to the direction and control of the Vestry.
2. The day to day operations shall be overseen by a Day School Head of School, who is selected by, and serves at the pleasure of and under the supervision of the, Rector, with the consent of the Vestry. There shall be a Day School Board that shall be constituted and whose affairs shall be conducted in accordance with separate Day School By-Laws, which are approved by the Vestry, and are incorporated herein by reference. The Day School By-Laws may be amended only upon approval of the majority of the Vestry, and subsequently approved by a majority vote of Parish members at a properly noticed Parish Meeting.

3. In the event of any conflict between the By-Laws of the Episcopal Church of the Advent and the By-Laws of the Day School, the Church By-Laws shall prevail.

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

1. Adoption. These By-Laws may be approved by majority vote of the Vestry, subject to ratification by a majority vote of the Parish membership who are present, eligible and who vote at a properly noticed Parish Meeting.
2. Amendments. These By-Laws may be amended by majority vote of the Vestry, subject to ratification by a majority vote of the Parish members who are present, eligible and who vote at a properly noticed Parish Meeting.

THE FOREGOING BY-LAWS, being Articles I through XI, having been read and considered, were adopted by a majority vote of Qualified Electors at a duly called and properly noticed meeting of Episcopal Church of the Advent Parish on the \_\_\_\_ day of \_\_\_\_\_, 2018.

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Secretary of the Vestry